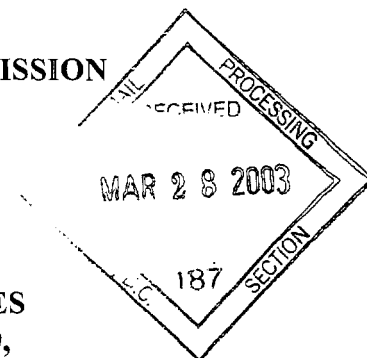


72020

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Acquisition of Assets of Hawthorn Heating & Air Conditioning, Inc.
Filing Under (Check box(es) ☐ Rule 504 ☒ Rule 505 ☐ Rule 506 ☐ Section 4(6) ☐ ULOE
that apply):
Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Nicor Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

1844 Ferry Road Naperville, IL 60563-9600

(630) 305-9500

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

(if different from Executive Offices)

Same as Executive Offices

Brief Description of Business

Nicor Inc. is a holding company with two principal businesses – Nicor Gas, a large natural gas distribution company, and Tropical Shipping, a containerized shipping business serving the Caribbean region.

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or
Organization:

[February] [1954]

☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [IL]

PROCESSED

APR 08 2003

THOMSON
FINANCIAL

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Beavers, Jr. Robert M.

Business or Residence Address (Number and Street, City, State, Zip Code)

Same as Executive Offices

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Bickner, Bruce P.

Business or Residence Address (Number and Street, City, State, Zip Code)

Same as Executive Offices

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Birdsall, III John H.

Business or Residence Address (Number and Street, City, State, Zip Code)

Same as Executive Offices

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Donahoe, Thomas A.

Business or Residence Address (Number and Street, City, State, Zip Code)

Same as Executive Offices

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Fisher, Thomas L.

Business or Residence Address (Number and Street, City, State, Zip Code)

Same as Executive Offices

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)					
Jones, John E.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Same as Executive Offices					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner

Full Name (Last name first, if individual)					
Keller, Dennis J.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Same as Executive Offices					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner

Full Name (Last name first, if individual)					
Osborn, William A.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Same as Executive Offices					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner

Full Name (Last name first, if individual)					
Rau, John					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Same as Executive Offices					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner

Full Name (Last name first, if individual)					
Riordan, John F.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Same as Executive Offices					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner

Full Name (Last name first, if individual)					
Weir, Patricia A.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Same as Executive Offices					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner

Full Name (Last name first, if individual)					
Strobel, Russ M.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Same as Executive Offices					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner

Full Name (Last name first, if individual)
Halloran, Kathleen L.
Business or Residence Address (Number and Street, City, State, Zip Code)
Same as Executive Offices
Check Box(es) ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner
that Apply:

Full Name (Last name first, if individual)
Colalillo, Claudia J.
Business or Residence Address (Number and Street, City, State, Zip Code)
Same as Executive Offices
Check Box(es) ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner
that Apply:

Full Name (Last name first, if individual)
D'Alessandro, Rocco J.
Business or Residence Address (Number and Street, City, State, Zip Code)
Same as Executive Offices
Check Box(es) ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner
that Apply:

Full Name (Last name first, if individual)
Dodge, Daniel R.
Business or Residence Address (Number and Street, City, State, Zip Code)
Same as Executive Offices
Check Box(es) ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner
that Apply:

Full Name (Last name first, if individual)
Behrens, George M.
Business or Residence Address (Number and Street, City, State, Zip Code)
Same as Executive Offices
Check Box(es) ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner
that Apply:

Full Name (Last name first, if individual)
Gracey, Jr., Paul C.
Business or Residence Address (Number and Street, City, State, Zip Code)
Same as Executive Offices
Check Box(es) ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner
that Apply:

Full Name (Last name first, if individual)
Metz, Jeffrey L.
Business or Residence Address (Number and Street, City, State, Zip Code)
Same as Executive Offices
Check Box(es) ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner
that Apply:

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... ☒ Yes ☐ No
Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ 30,735 *

3. Does the offering permit joint ownership of a single unit?..... ☐ Yes ☒ No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

N/A

Name of Associated Broker or Dealer

N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

N/A

Name of Associated Broker or Dealer

N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

* Based on the portion of the contract price, payable in common stock of Nicor Inc., for the acquisition of assets of Hawthorn Heating & Air Conditioning, Inc. received by the shareholder of that company who held the least number of shares of that company, which contract price is subject to possible post-closing adjustments and earn-out payments payable in common stock of Nicor Inc.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$ 1,536,784 *	\$ 1,536,784 *
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (specify _____)	\$ 0	\$ 0
Total	\$ 1,536,784 *	\$ 1,536,784 *

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$ 1,352,370 *
Non-accredited Investors	2	\$ 184,414 *
Total (for filings under Rule 504 only)	N/A	\$ N/A

Answer also in Appendix, Column 4, if filing under ULOE.

*** Based on the contract price, payable in common stock of Nicor Inc., for the acquisition of assets of Hawthorn Heating & Air Conditioning Company, Inc., which contract price is subject to possible post-closing adjustments and earn-out payments payable in common stock of Nicor Inc. Earn-out payments could range from a minimum value of \$0 to a maximum value of \$600,000. The transaction closed on March 18, 2003.**

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	None	\$ none
Regulation A	None	\$ none
Rule 504	None	\$ none
Total	None	\$ none

4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/> [X]	\$ 25
Printing and Engraving Costs	<input type="checkbox"/> []	\$
Legal Fees	<input checked="" type="checkbox"/> [X]	\$ 38,000
Accounting Fees	<input type="checkbox"/> []	\$
Engineering Fees	<input type="checkbox"/> []	\$
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> []	\$
Other Expenses (identify: Transaction/Brokerage fees).....	<input checked="" type="checkbox"/> [X]	\$ 2,378
Total	<input checked="" type="checkbox"/> [X]	\$ 40,403

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

See Note

Note: Stock was issued directly as consideration for the acquisition of assets of Hawthorn Heating & Air Conditioning Company, Inc., and no proceeds were received.


5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	\$ 0	\$ 0
Purchase of real estate	\$ 0	\$ 0
Purchase, rental or leasing and installation of machinery and equipment	\$ 0	\$ 0
Construction or leasing of plant buildings and facilities.....	\$ 0	\$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$ 0	\$ 0
Repayment of indebtedness	\$ 0	\$ 0
Working capital	\$ 0	\$ 0
Other (specify.....)	\$ 0	\$ 0
Column Totals	\$ 0	\$ 0
Total Payments Listed (column totals added)	\$ 0	\$ 0

Note: Stock was issued directly as consideration for the acquisition of assets of Hawthorn Heating & Air Conditioning, Inc., and no proceeds were received.

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Nicor Inc.	Signature 	Date March 27, 2003
Name of Signer (Print or Type) Kathleen L. Halloran	Title of Signer (Print or Type) Executive Vice President Finance and Administration	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... [☐] Yes [☐] No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) N/A	Signature N/A	Date N/A
Name of Signer (Print or Type) N/A	Title (Print or Type) N/A	

Note: No state filing will be made because the securities being offered are "covered securities" pursuant to Section 18(b)(1)(A) of the Securities Act of 1933.